



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

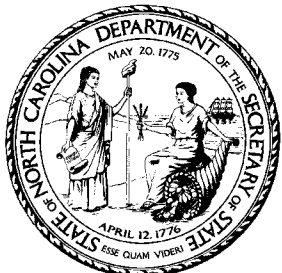
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

NC CITIZENS FOR TRANSPARENT GOVERNMENT, INC.

the original of which was filed in this office on the 7th day of February, 2022.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of February, 2022.

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the nonprofit corporation is: NC Citizens for Transparent Government, Inc.

2. (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).

3. The name of the initial registered agent is: H. Craig Phifer, III

4. The street address and county of the initial registered agent's office of the corporation is:

Number and Street: 135 Applecross Rd.

City: Pinehurst State: NC Zip Code: 28374 County: Moore

The mailing address *if different from the street address* of the initial registered agent's office is:

Number and Street or PO Box: _____

City: _____ State: NC Zip Code: _____ County: _____

5. The name and address of each incorporator is as follows:

Name	Address
<u>K. Matthew Vaughn</u>	<u>6300 Creedmoor Rd., Suite 170-370, Raleigh, NC 27612</u>
_____	_____
_____	_____

6. (Check either "a" or "b" below.)

a. The corporation will have members.

b. The corporation will not have members.

7. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.

8. Any other provisions which the corporation elects to include are attached.

9. The street address and county of the principal office of the corporation is:

Principal Office Telephone Number: (910) 603-0477

Number and Street: 41 Shaw Rd. SW

City: Pinehurst State: NC Zip Code: 28374 County: Moore

The mailing address *if different from the street address* of the principal office is:

Number and Street or PO Box: _____

City: _____ State: _____ Zip Code: _____ County: _____

10. (Optional): Listing of Officers (See instructions for why this is important)

Name	Address	Title
Kevin Drum	41 Shaw Rd. SW, Pinehurst, NC 28374	President

11. (Optional): Please provide a business e-mail address: kdrum@drummediagroup.com

The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.

12. These articles will be effective upon filing, unless a future time and/or date is specified: _____

This is the 7th day of February, 2022.

Incorporator Business Entity Name
K. Matthew Vaughn
Digitally signed by K. Matthew Vaughn
 DN: cn=K. Matthew Vaughn, o=Stevens Martin Vaughn & Tadych PLLC, ou, email=matt@smvi.com, c=US
 Date: 2022.02.07 11:33:15 -05'00'

Signature of Incorporator
K. Matthew Vaughn, attorney
Type or print Incorporator's name and title, if any

NOTES:

1. Filing fee is \$60. This document must be filed with the Secretary of State.

NC Citizens for Transparent Government, Inc.

Attachment to Articles of Incorporation

No. 7: Distribution of Assets Upon Dissolution

Upon dissolution of NC Citizens for Transparent Government, Inc., any and all corporate assets remaining after satisfaction of corporate obligations shall be distributed to a nonprofit entity that exists, in whole or in part, for the purpose of promoting transparency and openness in government. If no such suitable entity can be found at that time, the entity's remaining assets shall be distributed to a nonprofit entity that exists, in whole or in part, for the purposes of promoting freedom of the press.

No. 8: Other Provisions

Corporate Purpose: NC Citizens for Transparent Government, Inc. shall be committed to ensuring that North Carolina government actors adhere to open meetings and public records laws; be transparent with the public, media, fellow government officials, and staff; and have systems in place to correct any failures in transparency if and when they occur.

Board of Directors: NC Citizens for Transparent Government, Inc. shall be governed by a Board of Directors elected from time to time by the entity's membership, in accordance with its Bylaws. The initial director shall be Kevin Drum. Additional directors may be added by the Board from the entity's membership, until such time as a meeting of the members may be held.

Membership: Kevin Drum shall be an initial member of NC Citizens for Transparent Government, Inc. Additional members may be admitted by the entity's Board at any time, in accordance with the entity's Bylaws, based upon the proposed member having demonstrated commitment to transparency in government, through their contributions to the entity, advocacy, or other actions showing alignment with the entity's mission.

Limitation of Director Liability: As permitted in G.S. 55A-2-02(b), no director of NC Citizens for Transparent Government, Inc. shall be personally liable for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty as a director, except with respect to: (i) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under G.S. 55A-8-32 or G.S. 55A-8-33, (iii) any transaction from which the director derived an improper personal financial benefit, or (iv) acts or omissions occurring prior to the date this provision became effective.